



ISP HOLDINGS LIMITED

昇柏控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. Constitution

- 1.1 The board of directors (the “Board”) of ISP Holdings Limited (formerly known as “Synergis Holdings Limited”) (the “Company”) resolved on 13 September 2005 to establish a committee of the Board known as the remuneration committee (the “Committee”).

2. Objective and Role

- 2.1 The primary objective of the Committee is to ensure formal and transparent procedures for setting group remuneration policy and specifically remuneration packages for directors, business segment heads and senior management of the executive grade of the Group.

3. Membership

- 3.1 The members of the Committee shall be appointed by the Board and shall consist of at least three members, a majority of whom shall be Independent Non-Executive Directors of the Company.
- 3.2 The chairman of the Committee shall be appointed by the Board.
- 3.3 The Company Secretary or a senior management staff in charge of or supervising the human resources function of the Group who is appointed by the Board shall be the Secretary of the Committee.

4. Frequency of Meetings

- 4.1 Meetings shall be held at least once a year and at such other times as the Committee determines appropriate to carry out its responsibilities.

5. Authority

- 5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee in order to perform its duties.

- 5.2 In connection with its duties, the Committee is authorised to select, appoint and approve fees for independent professional advisors to assist the Committee in performing of its duties if it considers necessary.
- 5.3 The Committee shall be provided with sufficient resources to perform its duties by the Company.

6. Duties

6.1 In addition to any other responsibilities which may be assigned from time to time by the Board, the duties of the Committee shall be:

- (a) to make recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) either:
 - (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management, or
 - (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

This include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (d) to make recommendations to the Board on the remuneration of non-executive directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (f) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration; and
- (i) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Committee should consult with the chairman or deputy chairman of the Board about their remuneration proposals for other executive directors before the Committee makes recommendations on such matters to the Board. The Committee shall report back to the Board on their decisions.

7. Meetings

- 7.1 The meetings and proceedings of the Committee shall be governed by the provisions of the Company's Bye-laws for regulating the meetings and proceedings of the Board.
- 7.2 The quorum of the meetings shall be two members of the Committee.

8. Frequency of Review

- 8.1 These terms of reference shall be reviewed and revised from time to time as and when considered necessary by the Board.

Hong Kong, 5 January 2023